

Date: November 2, 2020

**Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Listing Department**  
**National Stock Exchange of India Limited**  
Bandra Kurla Complex,  
Bandra East,  
Mumbai – 400 051

**BSE Scrip Code: 539289**

**NSE Symbol: MAJESCO**

Dear Sir/ Madam,

**Sub: Proceeding of Extra Ordinary General Meeting of the Company held on November 2, 2020**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Extra Ordinary General Meeting (“EGM”) of the Members of Majesco Limited (“the Company”) was held on Monday, November 2, 2020, at 10:00 A.M. through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs and Circular issued by the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013.

Mr. Venkatesh Chakravarty, Non-Executive Independent Chairman, chaired the EGM.

The following items of business, as set out in the Notice convening EGM were transacted:

**Special Business (Special Resolutions):**

1. Approval for Buyback of up to 74,70,540 fully paid-up equity shares of Rs. 5/- each of the Company, at a price of Rs. 845/- per equity share, payable in cash for an aggregate amount of up to Rs. 631,26,06,300/-.
2. Approval for payment of remuneration to Independent Directors by way of commission.

The EGM concluded at 10:35 A.M. with a vote of thanks to the Chair.

Mr. Abhishek Bhate, Practicing Company Secretary (Membership No. A27747, COP: 10230) was appointed as the Scrutinizer, to scrutinize the e-voting process prior and during the EGM in a fair and transparent manner.

Based on the Scrutinizer’s Report, we hereby inform you that all the above resolutions have been passed by the members with requisite majority on the date of EGM i.e. November 2, 2020.

We are enclosing herewith the voting results in the prescribed format, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report.

You are requested to take the above on record.

Thanking you.

Yours faithfully,  
For **Majesco Limited**

**Varika Rastogi**  
Company Secretary

Encl.: As above

	MAJESCO LTD
<b>Date of the EGM</b>	02-11-2020
<b>Total number of shareholders on record date</b>	25980
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	3
<b>Public:</b>	53

Resolution No.	1										
Resolution required: (Ordinary/ Special)	Special Business - To consider and approve Buy back of equity shares of the Company – Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,10,43,672	76,98,611	69.71	76,98,611	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>76,98,611</b>	<b>69.71</b>	<b>76,98,611</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	74,53,757	33,85,313	45.42	24,76,468	9,08,845	73.15	26.85	0	0	
	Poll		6,10,437	8.19	6,10,437	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>39,95,750</b>	<b>53.61</b>	<b>30,86,905</b>	<b>9,08,845</b>	<b>77.25</b>	<b>22.75</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,14,40,282	14,63,673	12.79	11,63,722	2,99,951	79.51	20.49	0	0	
	Poll		1,91,793	1.68	32,265	1,59,528	16.82	83.18	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>16,55,466</b>	<b>14.47</b>	<b>11,95,987</b>	<b>4,59,479</b>	<b>72.24</b>	<b>27.76</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>2,99,37,711</b>	<b>1,33,49,827</b>	<b>44.59</b>	<b>1,19,81,503</b>	<b>13,68,324</b>	<b>89.75</b>	<b>10.25</b>	<b>0</b>	<b>0</b>		

Resolution No.	2										
Resolution required: (Ordinary/ Special)	Special Business - To approve payment of Remuneration to Independent Directors by way of Commission – Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,10,43,672	1,10,43,672	100.00	1,10,43,672	0	100.00	0.00	0	0	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>1,10,43,672</b>	<b>100.00</b>	<b>1,10,43,672</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	74,53,757	26,25,115	35.22	26,25,115	0	100.00	0.00	0	0	
	Poll		6,10,437	8.19	6,10,437	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>32,35,552</b>	<b>43.41</b>	<b>32,35,552</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,14,40,282	13,12,275	11.47	12,73,279	38,996	97.03	2.97	0	0	
	Poll		1,91,793	1.68	1,91,793	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	<b>Total</b>		<b>15,04,068</b>	<b>13.15</b>	<b>14,65,072</b>	<b>38,996</b>	<b>97.41</b>	<b>2.59</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>2,99,37,711</b>	<b>1,57,83,292</b>	<b>52.72</b>	<b>1,57,44,296</b>	<b>38,996</b>	<b>99.75</b>	<b>0.25</b>	<b>0</b>	<b>0</b>		

Note: Independent Directors and their relatives, being interested in this resolution no. 2, abstained from voting on the same.



# Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

## SCRUTINIZER REPORT

Name of Company	<b>Majesco Limited</b>
Meeting	Extra Ordinary General Meeting
Date & Time	November 02, 2020 10:00 A.M.
MODE	Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

To,  
The Chairman / Company Secretary,  
**Majesco Limited ("the Company")**,  
MNDC, MBP-P-136, Mahape,  
Navi Mumbai – 400 710.

Respected Sir/ Madam,

**Subject: Consolidated Scrutinizer Report on remote e-voting and remote e-voting at the Extra Ordinary General Meeting ("EOGM") of Majesco Limited held on Monday, November 02, 2020 at 10.00 a.m. IST through two-way Video Conferencing or Other Audio-Visual Means ("VC / OAVM").**

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Majesco Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management and Administration) Rules 2014 (as amended), to scrutinize remote e-voting and e-voting during the EOGM held on Monday, November 02, 2020, at 10.00 a.m. IST through two-way VC / OAVM, in a fair and transparent manner.

In terms of MCA General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, in view of current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the EOGM of the Company was held on Monday, November 02, 2020, at 10:00 a.m. through two-way VC / OAVM without physical presence of the members at a common venue and the voting for items had been transacted only through remote electronic voting process, in compliance with applicable provisions of the Act read with Rules made thereunder (including any statutory





# Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

modification or re-enactment thereof), MCA and SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the EOGM along with the Explanatory Statement under Section 102 of the Act dated October 8, 2020 was sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories / Depository Participant(s) / Registrar and Share Transfer Agent. The Notice calling the EOGM had been uploaded on the website of the Company and the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

Since this EOGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Act.

The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL"). The Members of the Company holding shares as on the cut-off date of **October 26, 2020** were entitled to vote on the resolutions as contained in the Notice of the EOGM. The voting period for remote e-voting commenced on Friday, October 30, 2020 at 9.00 a.m. (IST) and ended on Sunday, November 01, 2020 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked in due time. The remote e-voting facility was also available during the EOGM and was open till 15 minutes after the closure of the meeting. After the closure of the voting at the EOGM, the report on voting done through remote e-voting system was generated and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and e-voting during the EOGM and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the remote e-voting during the meeting on resolutions contained in the notice of the EOGM.

My responsibility as scrutinizer for the remote e-voting and remote e-voting conducted during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.





# Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

I am submitting herewith a consolidated report on the results of remote e-voting together with the results of remote e-voting facilitated during the EOGM.

The result of Voting is as under:

## SPECIAL BUSINESS:-

### Resolution No.1

To consider and approve Buy back of equity shares of the Company.

(i) Voted **in favour** of the resolution:

	Number of members voted remote electronically or	Number of votes them	% of total number of valid votes cast
Remote e-voting	109	11338801	
E-voting at EOGM	12	642702	
<b>Total</b>	<b>121</b>	<b>11981503</b>	<b>89.75%</b>

(ii) Voted **against** the resolution:

	Number of members voted electronically or through Ballot	Number of votes them	% of total number of valid votes cast
Remote e-voting	44	1208796	
E-voting at EOGM	02	159528	
<b>Total</b>	<b>46</b>	<b>1368324</b>	<b>10.25%</b>

(iii) **Invalid** votes:

	Number of members voted electronically or through Ballot	Number of votes them	% of total number of valid votes cast
Remote e-voting	00	00	00
E-voting at EOGM	00	00	00
<b>Total</b>	<b>00</b>	<b>00</b>	<b>00</b>





# Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

## Resolution No.2

To approve payment of Remuneration to Independent Directors by way of Commission.

(i) Voted **in favour** of the resolution:

	Number of members voted electronically or through Ballot (including proxies)	Number of votes them	% of total number of valid votes cast
Remote e-voting	121	14942066	
E-voting at EOGM	14	802230	
<b>Total</b>	<b>135</b>	<b>15744296</b>	<b>99.75%</b>

(ii) Voted **against** the resolution:

	Number of members voted electronically or through Ballot (including proxies)	Number of votes them	% of total number of valid votes cast
Remote e-voting	17	38996	
E-voting at EOGM	00	00	
	<b>17</b>	<b>38996</b>	00.25%

(iii) **Invalid** votes:

	Number of members voted electronically or through Ballot (including proxies)	Number of votes them	% of total number of valid votes cast
Remote e-voting			
E-voting at EOGM			
<b>Total</b>			

The register, in accordance with Rule 20 (4) (xiv) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Members and number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.





# Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

Based on above results of voting, I report that all the above TWO resolutions have been passed by the Members with the requisite majority.

Signed this on Monday of November 02, 2020

Thanking You.  
Yours Faithfully,

For Abhishek Bhate & Co.,  
Practicing Company Secretary

*Abhishek H. Bhate*

CS Abhishek H. Bhate  
Proprietor  
CP No. 10230  
ACS 277473  
UIDN - A027747B001135425

